



## EXECUTIVE CHAIR POSITION DESCRIPTION

Effective Date: February 23, 2026

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The Executive Chair of the Board of Directors (the "**Board**") of B2 Gold Corp. (the "**Company**") plays a critical role, leading the Board in its supervision of the management of the business and affairs of the Company. The Executive Chair is primarily responsible for the management and effective performance of the Board and provides leadership to the Board, while upholding high standards of corporate governance and robust oversight consistent with Canadian and United States regulatory and market expectations. The Executive Chair acts in an advisory capacity to the other senior officers of the Company in all matters concerning the interests and management of the Company.

### APPOINTMENT

1. The Executive Chair shall be appointed by, and serve at the pleasure of, the Board.
2. The Executive Chair will have the competencies and skills required by the Board.

### RESPONSIBILITIES

#### Leadership

The Executive Chair will provide leadership to the Board, including by:

- providing strategic leadership, vision and technical support by working with the Board and the other senior officers to establish, implement and oversee the long-range and short-range goals, strategies, plans and policies of the Company, promoting and encouraging alignment between Board-approved strategy and management execution.
- acting as a mentor and advisor to the CEO.
- leading, managing and organizing the Board, ensuring the Board functions independently of management while maintain constructive engagement;
- promoting cohesiveness among the directors;
- being satisfied, together with the Lead Director, if any, that the responsibilities of the Board and the committees of the Board are well understood by the Board;
- assisting the Board in ensuring the integrity of the other senior officers and that such senior officers create a culture of integrity throughout the Company;
- together with the Lead Director, if any, and the Chair of the Corporate Governance and Nominating Committee, reviewing from time to time the committees of the Board, the Chairs of such committees and the mandates of such committees;
- overseeing the capital markets strategy and general marketing strategy of the Company;
- together with the Lead Director, if any, and the Chair of the Corporate Governance and Nominating Committee, assisting the Board, the committees of the Board, individual directors and the other senior officers in understanding and discharging their obligations under the approach to corporate governance, established by the Board from time to time;

- collaborating with the CEO and management team on capital allocation strategy and decision-making.
- representing the company with key stakeholders including shareholders, regulators, senior-level government and strategic partners.
- working with the CEO and management team with on organizational design and talent management;
- ensure the responsibilities of the Board are effectively carried out in compliance with the Board Mandate and that the functions of the Board delegated to committees of the Board are carried out by the committees as per their respective charters and reported to the Board and recorded as such; and
- together with the Corporate Governance and Nominating Committee, actively participate in the recruitment, onboarding and retention of directors.

### **Stewardship**

The Executive Chair will assist the Board in satisfying its oversight responsibilities, which include:

- (a) satisfying itself as to the integrity of the Chief Executive Officer ("**CEO**"), President, Chief Financial Officer, Chief Operating Officer and other senior officers of the Company and that the CEO, President, Chief Financial Officer, Chief Operating Officer and other senior officers have created a culture of integrity throughout the organization;
- (b) monitoring the conduct of the business of the Company to ensure that it is being conducted consistent with a commitment to the core values of the Company;
- (c) strategic planning;
- (d) ensuring the Board maintains effective oversight of enterprise risk management;
- (e) leading the Board's oversight of CEO performance, including evaluation and succession planning; and
- (f) monitoring the internal control and management information systems.

### **Board Meetings**

In connection with meetings of the Board, the Executive Chair is responsible for the following (in consultation with the Lead Director, if any, as appropriate):

- (a) scheduling, or arranging for scheduling of, meetings of the Board;
- (b) coordinating with the Chairs of the committees of the Board the scheduling of meetings of such committees;
- (c) reviewing with the Lead Director, if any, matters for consideration by the Board;



- (d) together with the Lead Director, if any, ensuring that all matters required to be considered by the Board are presented to the Board, such that the Board is able to supervise the management of the business and affairs of the Company;
- (e) with support from the Chief Executive Officer (“CEO”) and Corporate Secretary of the Company, setting the agenda for meetings of the Board;
- (f) monitoring the adequacy of materials provided to the Board;
- (g) ensuring that the Board has sufficient time to review the materials provided and to fully discuss the business that is presented to the Board;
- (h) presiding over meetings of the Board; and
- (i) encouraging free and open discussion at meetings of the Board.

#### **Relationship with the CEO**

- The Executive Chair shall provide advice, counsel and mentorship to the CEO, particularly with respect to matters of strategic significance to the Company.
- The Executive Chair shall facilitate clear communication between the Board and the CEO.
- The Executive Chair shall step in to provide executive leadership continuity if required.

#### **Information Flow**

- The Executive Chair shall promote the delivery of information to the directors of the Company on a timely basis in order that the directors are fully appraised of all matters which are material to the directors and the Company.
- The Executive Chair shall coordinate with the CEO to ensure that information requested by any director of the Company is provided to the director.
- The Executive Chair is responsible for approving the expenses of the CEO.

#### **Shareholder Meetings**

The Executive Chair shall preside over meetings of the Company's shareholders unless otherwise determined by the Board.

#### **General**

The Executive Chair shall perform such other functions as may be ancillary to the duties and responsibilities described above, and as may be delegated to the Executive Chair by the Board from time to time.